

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the course of action to be taken, you should consult your Stockbroker, Bank Manager, Solicitor, Accountant or other professional advisers immediately.

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## **CENSOF HOLDINGS BERHAD**

*(Company No :828269-A)  
(Incorporated in Malaysia)*

### **CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY IN PLACE OF THE EXISTING MEMORANDUM & ARTICLES OF ASSOCIATION**

The above proposal will be tabled as Special Business at the Company's Eleventh Annual General Meeting. The Notice of the Eleventh Annual General Meeting to be held at Hibiscus Auditorium, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Thursday, 29 August 2019 at 10.00 a.m. is set out in the 2019 Annual Report. Shareholders are advised to refer to the Notice of the Eleventh Annual General Meeting and the Form of Proxy, which is enclosed in the 2019 Annual Report. The Form of Proxy should be lodged at the Share Registrar's office of the Company not later than 48 hours before the time stipulated for holding the Annual General Meeting. The lodgement of the Form of Proxy will not preclude you from attending and voting at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : 27 August 2019 at 10.00 a.m.  
Date and time of the Eleventh Annual General Meeting : 29 August 2019 at 10.00 a.m.

This Circular is dated 31 July 2019

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular: -

<b>Act</b>	:	The Companies Act, 2016 as may be amended, modified or re-enacted from time to time
<b>AGM</b>	:	Annual General Meeting
<b>Board</b>	:	Board of Directors of Censof
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
<b>Circular</b>	:	This circular dated 31 July 2019 in relation to the Proposed New Constitution
<b>Censof or Company</b>	:	Censof Holdings Berhad
<b>Directors</b>	:	The directors of Censof
<b>Consof or Group</b>	:	The Company and its subsidiaries, collectively
<b>M&amp;A</b>	:	Memorandum & Articles of Association
<b>Listing Requirements</b>	:	Main Market Listing Requirements of Bursa Securities
<b>Proposed New Constitution</b>	:	Proposed adoption of a new constitution of the Company in place of the existing M&A

Words incorporating the singular shall, where applicable, include the plural and vice versa, and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

References to persons shall include corporations, unless otherwise specified. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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# CENSOFF HOLDINGS BERHAD

(Company No :828269-A)  
(Incorporated in Malaysia)

## Registered Office:

Level 15-2, Bangunan  
Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur

31 July 2019

## Directors

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain (Independent Non-Executive Chairman)  
Ameer Bin Shaik Mydin (Group Managing Director)  
Tamil Selvan A/L M. Durairaj (Deputy Group Managing Director)  
Ang Hsin Hsien (Executive Director)  
Tuan Haji AB. Gani Bin Haron (Senior Independent Non-Executive Director)  
Boey Tak Kong (Independent Non-Executive Director)  
Tan Sri Datuk Wira Dr. HJ. Mohd Shukor Bin HJ. Mahfar (Independent Non-Executive Director)

To: The Shareholders of **Censof**

Dear Sir/Madam,

## **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

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### **1. INTRODUCTION**

The Company has on 8 July 2019 announced to Bursa Securities its intention to seek its shareholders' approval on the proposed adoption of a new Constitution of the Company in place of the existing M&A at the Company's forthcoming Eleventh AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed New Constitution and seek shareholders' approval for the special resolution to be tabled at the forthcoming Eleventh AGM of the Company.

### **2. DETAILS OF THE PROPOSED NEW CONSTITUTION**

The Board proposes that the Company abolishes its existing M&A in its entirety and in place thereof, adopt a new Constitution, taking into account the Act which came into effect from 31 January 2017 and in line with the amendments to the Listing Requirements.

A copy of the new Constitution proposed to be adopted is set forth in Appendix II of this Circular.

### **3. RATIONALE FOR THE PROPOSED NEW CONSTITUTION**

The Proposed New Constitution is primarily for the purpose of streamlining the Company's existing M&A to be in line with the Act and Listing Requirements and the prevailing statutory and regulatory requirements applicable to the Company.

The Board proposes the adoption of a new Constitution as the amendments required to be made are numerous and would entail substantial amendments to the existing M&A of the Company.

### **4. EFFECTS OF THE PROPOSED NEW CONSTITUTION**

The Proposed New Constitution will not have any effect on the share capital of the Company and shall not have any material effect on the substantial shareholdings, net assets, dividend policy, gearing and earnings per share of the Group.

### **5. APPROVALS REQUIRED**

The Proposed New Constitution is subject to the approval of the shareholders of the Company at the forthcoming Eleventh AGM.

### **6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED WITH THEM**

None of the directors, major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed New Constitution.

### **7. DIRECTORS' RECOMMENDATION**

The Board, after having considered all aspects of the Proposed New Constitution, is of the opinion that the Proposed New Constitution is in the best interests of the Company. Accordingly, the Board recommends that the shareholders of Censof vote in favour of the special resolution pertaining to the Proposed New Constitution to be tabled at the forthcoming Eleventh AGM.

### **8. DETAILS OF AGM**

The Eleventh AGM will be held at Hibiscus Auditorium, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on Thursday, 29 August 2019 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the resolution to give effect to the Proposed New Constitution.

You may appoint a proxy or proxies to attend, speak and vote on your behalf. If you wish to do so, you must complete, sign and deposit the enclosed Form of Proxy for the Eleventh AGM in accordance with the instructions contained therein, at Censof's Share Registrar's office at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the Eleventh AGM or at any adjournment thereof. The lodging of the Form of Proxy for the Eleventh AGM will not preclude you from attending and voting in person at the Eleventh AGM should you subsequently decide to do so.

### **9. FURTHER INFORMATION**

You are requested to refer to the attached Appendix I and II of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**CENSOF HOLDINGS BERHAD**

**TAN SRI DATO' MOHD IBRAHIM BIN MOHD ZAIN**  
Independent Non-Executive Chairman

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**FURTHER INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board of Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and taking into account the advice of the management of Censof and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

The Company and its subsidiaries are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant which may have material effect on the financial position or business of the Group and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

**3. MATERIAL CONTRACTS**

Censof Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) during the past two (2) years preceding the date of this Circular.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company from Mondays to Fridays (except public holidays) during business hours from the date of this Circular up to and including the date of the forthcoming Eleventh AGM:-

- i) the M&A of Censof; and
- ii) the audited consolidated financial statements of the Censof Group for the past two (2) financial years ended 31 March 2018 and 31 March 2019.

**Company No.  
828269-A**

**Appendix II**

**THE COMPANIES ACT, 2016  
MALAYSIA**

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**COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**CENSO OF HOLDINGS BERHAD**

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*Incorporated on 8th day of August 2008*

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**THE COMPANIES ACT, 2016  
M A L A Y S I A**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION  
OF  
CENSOF HOLDINGS BERHAD**

**1. INTRODUCTION**

- |   |   |                        |
|---|---|------------------------|
| 1 | The name of the Company is <b>CENSOF HOLDINGS BERHAD (Company No. 828269-A)</b> (“the Company”) was incorporated in Malaysia on 8 August 2008.  | <b>Name</b>            |
| 2 | The Company is a public company limited by shares.  | <b>Type of Company</b> |
| 3 | The registered office of the Company will be situated in Malaysia.  | <b>Office</b>          |
| 4 | The objects for which the Company is established are but not limited to: -  | <b>Objects</b>         |
|   | (1) To carry on the business of an investment holding company, and for that purpose to invest, acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, scrip, loans, bonds, obligations, notes, securities and investments issued or guaranteed by any company, corporation, association, body or trust constituted wherever incorporated or carrying on business and in the funds and loans or other securities and investments of or issued or guaranteed by any government, state or dominion, public body or authority, supreme municipal local or otherwise whether at home or abroad. |                        |
|   | (2) To manage, promote and/or assist in the management and promotion of any Company for purpose of acquiring the undertaking or all any of the property and assets for any of the liability of the Company, or undertaking and business or operation which may seem directly or indirectly likely to assist or benefit the Company or to enhance the value of any property or business of the Company, or for any other purpose which may seem directly or  |                        |

indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, debenture stocks, or securities of any such Company and to subscribe or otherwise assist any such Company.

- (3) To carry on business as business and software consultants, software developers and to provide all kinds of advisory, consultancy, management and other services which may be associated with and in the promotion of the electronic data processing, telecommunication, e-business, ecommerce, information technology industries and to employ or engage or in any other way to procure the advise and assistance of other consultants and experts in whatever fields to assist the Company in carrying on the Company's business or with reference to any of its objects and in connection with any projects, business development, management turnaround, corporate finance or other work of any kind whatsoever that the Company may be engaged in.

And it is hereby declared that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company.

- 5 The Company shall have full capacity and powers to carry on or undertake any business or activity as per the provisions in Section 21 of the Act.
- 6 The liability of the members is limited.
- 7 **AND IT IS HEREBY FURTHER DECLARED** that the word "Company" in this Constitution when not applied to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere and the Company shall have full power to exercise all or any of the objects conferred by this Constitution in any part of the world.
- 8 The Company shall have the power to increase or reduce its capital; to consolidate or sub-divide the shares into shares of larger or smaller amount, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference shall may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

**Unlimited  
capacity**

**Liability of  
members**

**Capital**

### **INTERPRETATION**

2. In the Constitution the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively

in the second column thereof, if not inconsistent with the subject or context: - Interpretation Clause

### **DEFINITIONS**

<b>WORDS</b>	<b>MEANINGS</b>
“the Act”	The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force.
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Demutualisation Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities;
“Article”	Any provision in this Constitution as originally framed or adopted or as altered from time to time in accordance with the Applicable Laws..
“Auditors”	The auditors of the Company for the time being.
“Authorised Nominee”	means an authorised nominee defined under the Central Depositories Act.
“Board”	The Board of Directors of the Company.
“Central Depositories Act”	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.
“Chairman”	The Chairman of the Board.
“The Company”	CENSOF HOLDINGS BERHAD (Company No 828269-A)
“Depositor”	A holder of a Securities Account established by the Depository.
“Depository”	Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W) or such other name by which it shall be known from time to time.
“Deposited Security”	shall have the meaning given in Section 2 of the Central Depositories Act.
“Directors”	The Directors for the time being of the Company.
“Electronic Address/email”	Any address or mobile or contact number used for

	the purpose of sending or receiving documents or information by electronic means.
“Electronic Communication(s)”	shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.
“Electronic Form”	A document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
“Exchange”	Bursa Malaysia Securities Berhad (Company No 635998-W)
“Exempt Authorized Nominee”	An authorized nominee as defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
“Listing Requirements”	The Listing Requirements of the Exchange as the same may be amended from time to time.
“Market Day”	Any day on which there is official trading on the Exchange.
“Member” or “Securities holders”	Any person for the time being holding shares/securities in the Company and whose name appears in the Register of Members (with the exception of the Depository or its nominee company in whose name the Deposited Security is registered) and shall include any depositor whose name appears in the Record of Depositors.
“Month”	Calendar Month.
“Office”	The registered office for the time being of the Company.
“Record of Depositors”	A record provided by the Depository to the Company or its registrar or its issuing house pursuant to an application under Chapter 24 of the Rules.
“Register of Members”	The Register of Members to be kept pursuant to the Act.
“Registrar”	Any person appointed to perform the duties of the Registrar of the Company for the time being.

“Ringgit” and “RM”	The lawful currency of Malaysia.
“Rules/Rules of the Depository”	means the Rules of the Depository and any appendices thereto including any amendment that may be made from time to time.
“Seal”	The Common Seal of the Company.
“Secretary”	Any person appointed to perform the duties of the Secretary of the Company for the time being and shall include an assistant or deputy secretary.
“Securities Account”	An account established by the Depository for a depositor for all recordings of deposits of securities and for dealings in such securities by the Depositor as permitted under the Central Depositories Act.
“Security/Securities”	shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007 (“CMSA”) or any modification, amendment or re-enactment thereof for the time being in force.
“Security Laws”	means-  (a) the Securities Commission Malaysia Act 1993;  (b) the CMSA;  (c) the Securities Industry (Central Depositories) Act 1991;  (d) any other legislation which the Securities Commission is empowered to administer or enforce; and  (e) any other regulations, rules, orders, notifications or other subsidiary legislation made under subparagraphs (a), (b), (c) and (d) above
“Special Resolution”	As defined by the Act.
“Year”	Calendar Year.

Writing shall include printing, typewriting and lithography or wholly expressed in any other mode or modes representing or reproducing words in a visible form, or partly one and partly another whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing person shall include firms, partnership, corporations and companies.

Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.

- (i) Any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution.
- (ii) The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which this Constitution becomes binding on the Company.

**“A Foreigner”** means:

- (i) an individual who is not a citizen of Malaysia;
- (ii) a body, corporate or unincorporated, which is incorporated or constituted as the case may be, outside Malaysia;
- (iii) a trustee administering a trust which is constituted under any foreign law;
- (iv) a trust corporation which is incorporated under any foreign law;
- (v) a society, including a co-operative society or any other institution, which is constituted, registered or incorporated under any foreign law;
- (vi) a nominee company incorporated in Malaysia which:
  - a. is identified with the word “(Asing)” in its name; and
  - b. performs the services of a nominee, agent or trustee solely for or on behalf of legal or beneficial owners of securities who are foreigners;or
- (vii) a company other than a company described under paragraph (vi), which is incorporated in Malaysia and any one of the persons or a combination of the persons referred to in paragraph (i), (ii), (iii), (iv) or (v) is entitled to exercise or control the exercise of more than fifty per centum of the voting rights of the company,

and any modifications, amendments or additions thereof as may be made by the Minister of Finance to the definition of ‘foreigner’ as contained in the Foreign Ownership Regulations.

**“Rights and obligations”** means:

All the rights, benefits, powers, privileges, liabilities, duties and obligations under sub-regulation 6(1) of the Foreign Ownership Regulations.

**“Foreign Ownership Regulations”** means:

Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996.

The headings are inserted for convenience and shall not affect the construction of the Constitution. Any reference to any statutory provisions shall be deemed to include any amendment or re-enactment thereof and the securities of the Company shall comply with the Depository Act and the Rules whenever and wherever applicable.

## SHARE CAPITAL AND VARIATION OF RIGHT

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of the Constitution and the Act and the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-
- Issue of shares

- (I) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in the Constitution or in the resolution creating the same;
- (II) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members in general meeting; and
- (III) Every Share Issuance Scheme for employees and/or Directors shall be approved by the members in general meeting and in relation to a Director such approval shall specifically detail the amount of shares or options to be issued to such Director and such Director has abstained from voting on the relevant resolution.

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

4. Subject to the Act, any preference shares may with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not without the consent of the existing preference shareholders at a class meeting issue further preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith.
- Rights of  
Preference  
Shareholders

Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements, and attending general meetings of the Company.

Preference shareholders must be entitled to a right to vote in each of the following circumstances:

- (a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;
  - (b) on a proposal to reduce the Company's share capital;
  - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
  - (d) on a proposal that affects rights attached to the share;
  - (e) on a proposal to wind up the Company; and
  - (f) during the winding up of the Company.
5. Notwithstanding Article 7 hereof the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting. Repayment of Preference capital.
6. The Company shall have power to issue preference shares carrying a right to redemption out of profits of liable to be redeemed at the option of the Company and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit. Power to issue preference shares.
7. Whenever the capital of the Company is divided into different classes of shares or groups the special rights attached to any class or group may subject to the provisions of the Constitution (unless otherwise provided by the terms of issue of the shares of the class), either with the consent in writing of the holders of three-quarters (3/4) of the issued shares of the class or group, or with the sanction of any special resolution passed at a separate general meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, and such writing or resolution shall be binding upon all the holders of shares of the class. To every such separate general meeting all the provisions of this Constitution relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth (1/10) in nominal amount of the issued shares of the class or group (but so that if an adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), that any holder of shares in the class present in person or by proxy may demand a poll and that the holders of shares of the class or group shall, on a poll, have one vote in respect of every share of the class or group held by them respectively. Modification of class rights.

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith but in no respect in priority thereto. Ranking of class rights.
9. The Company may exercise the powers of paying commissions conferred by the Act to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company Provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be) and that the requirements of the Act shall be observed. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Commission on subscription of shares.
10. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any works or buildings or the provisions of any plant which cannot be made profitable for a long period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. Interest on share capital during construction.
11. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law or by the Rules otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Trust not to be recognized
12. Subject to the provisions of the Act and the Listing Requirements and the approval of the Members and any other relevant authority, if applicable, the Company shall have the power to purchase its own shares and to deal with the shares so purchased in the manner provided by the Act and the Listing Requirements. Purchase of own shares

The provisions of Articles 55 and 56 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Article.

### SHARE CERTIFICATES

- |     |  |   |
|-----|--|---|
| 13. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, every share certificate of the Company shall be issued under the Seal and bear the signatures or the autographical signatures reproduced by mechanical, electronic and/or by any other means of one Director and the Secretary or a second Director or such persons as may be authorised by the Board and shall specify the shares to which it relates and the amount paid thereon.  | Issue of share certificates             |
| 14. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall be authorised at any time and from time to time to cancel share certificates previously issued and to re-issue new share certificates whether for the purpose of replacing share certificates that were defaced, worn out, destroyed, lost or stolen or to register the share certificates in the name of the Depository or otherwise for any other purposes required or allowed by the Act, the Central Depositories Act and the Rules. | Issue of replacement share certificates |

### LIEN

- |     |  |   |
|-----|--|---|
| 15. | The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.  | Company's lien on shares and dividends  |
| 16. | The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. | Lien may be enforced by sale of shares. |
| 17. | To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.  | Directors may effect transfer.          |
| 18. | The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.  | Application of proceeds of sale         |

### CALL ON SHARES

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| 19. | The Directors may, subject to the provision of the Constitution, from time to time make such calls upon the Members in respect of any money unpaid on | Directors may make calls. |
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their shares as they think fit (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

20. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments. No Member shall be entitled to receive any dividend or to be present or vote at any meeting or upon poll, or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expense (if any). When call deemed made
21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part. Interest on unpaid calls
22. Any sum which by the terms of issue of a share is payable on allotment on a fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue of the same become payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses forfeiture and the like, and all the relevant provisions of this Constitution shall apply as if the sum had become payable by virtue of a call duly made and notified. Sum payable on allotment
23. The Directors may, from time to time, make arrangements of the issue of shares to differentiate between the holders of such shares in the amount of calls to be paid and in the times of payment of such calls. Differences in calls
24. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Calls may be paid in advance

#### **JOINT HOLDERS OF SHARES**

25. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:- Joint Holders

- (I) the Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors or trustees of a deceased shareholder;
- (II) the joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share;
- (III) on the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit;
- (IV) any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share;
- (V) only the person whose name stands first as one of the joint holders of any share in the Record of Depositors issued by the Depository pursuant to this Constitution shall be entitled to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders; and
- (VI) for the purposes of counting a quorum or votes at any general meeting, joint holders of any share shall be treated as one Member.

PROVIDED THAT any references in this Constitution to joint-holders shall not include joint-holders of Deposited Securities unless such joint-ownership is permitted under the Central Depositories Act or the Rules or the guidelines or directives from time to time issued by the Depository. In the event that joint-ownership of Deposited Securities is permitted under the Central Depositories Act or the Rules, the rights and obligations of such joint owners shall be governed by the relevant provisions of such Act, Rules, guidelines or directives as the case may be.

#### **INFORMATION ON SHAREHOLDING**

- 26. (I) The Company may in accordance with Section 56 of the Act by written notice require any Member within such reasonable time as is specified in the notice:
  - (a) to inform the Company whether the Member holds any shares in the Company as beneficial owner or as trustee or nominee; and
  - (b) if such Member holds such shares as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such shares including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (II) Where the Company is informed that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is

Disclosure of  
beneficial  
interest

specified in the notice:-

- (a) to inform the Company whether the person holds an interest as beneficial owner or as a trustee or nominee; and
  - (b) if the person holds such interest as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such interest including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (III) The Company may also by written notice require any Member of the Company to inform the Company, within a reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by the Member are the subject of an agreement or arrangement under which another person is entitled to control the Member's exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to the agreement or arrangement.
- (IV) A Member having a substantial shareholding (as defined in the Act) in the Company shall notify the Company in the manner required by the Act and in addition thereto shall provide the Company with such relevant information as the Company shall require to enable the Company to comply with the direction of the Exchange or any other relevant or competent authority or otherwise for the purpose of any corporate exercise to be undertaken by the Company.

Notice by  
substantial  
shareholder

### **TRANSFER OF SHARES**

27. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding sections 105, 106 or 110 of the Act, but subject to section 148(2) of the Act and any exemption that may be made from compliance with section 148(1) of the Act the Company shall be precluded from registering and effecting any transfer of the listed securities.
28. Subject to the provisions of the Act, the Central Depositories Act and the Rules, neither the Company nor any of its Directors or other officers shall incur any liability for acting upon a transfer of shares registered by the Depository, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. In every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

Execution of  
transfer

Liability over  
transfer

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| 29. | The Directors may decline to effect the registration of any transfer of shares if such shares are not fully paid up or the Company has a lien on them or otherwise if the transfer does not comply with the provisions of the Act, the Central Depositories Act and the Rules.   | Refusal to register        |
| 30. | Any Member whose transfer of shares has been refused shall be notified of the precise reasons thereof or dealt with in accordance with the Act, the Central Depositories Act and the Rules.  | Notice of refusal          |
| 31. | The registration of transfers may be suspended at such times and for such duration as the Directors may from time to time determine provided the period shall not exceed thirty (30) days in the aggregate in any one year. Any suspension shall comply with the notice requirements applicable to Members and the Depository as prescribed by the Act, the Central Depositories Act or the Rules. | Suspension of registration |
| 32. | Subject to the provisions of the Constitution the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.  | Renunciation               |

#### **TRANSMISSION OF SHARES**

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| 33. | In the case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.  | Death of Member                          |
| 34. | In the event of the death or bankruptcy of a Member any person becoming entitled as a result thereof may transfer or be registered as the owner of the shares held by that Member before his death or bankruptcy or otherwise deal with the said shares in the manner allowed by law and in accordance with the Rules. The person so entitled shall notify the Depository accordingly in writing of his election whether to have the shares of the deceased or bankrupt Member to be registered under his name or otherwise to be transferred to another person and shall comply with the Rules affecting the registration and transfer of the said shares, as the case may be.  | Shares of deceased or bankrupt Member    |
| 35. | A person entitled to a share by reason of the death or bankruptcy of a Member shall be entitled to and may give a good discharge for, any dividend or other distribution in respect of the said share except that he shall not be entitled to receive notice of or to attend or vote at, meetings of the Company until and unless he has been duly registered in the Record of Depositors. The Directors may at any time give notice in writing requiring any such person to elect whether to transfer the share to himself or to another person and to comply with the Rules and any other applicable law in relation thereto and if such person fails or refuses to do so to the satisfaction of the Directors, the dividend payment or any other distribution in respect of the said share shall subject to law be withheld until the requirements of the notice have been complied with. Where two (2) or more persons are jointly entitled to any share in consequence of the death of a Member, they shall, for the purposes | Person entitled or may receive dividends |

of this Constitution, be deemed to be joint holders of the share.

36. Where:-
- (I) the securities of the Company are listed on another stock exchange; and
  - (II) the Company is exempted from compliance with section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,
- Transmission of shares from foreign register

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

### FORFEITURE OF SHARES

37. If any Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest from the day payment is due to the time of actual payment at such rate which shall not exceed ten per centum (10% per annum as determined by the Directors PROVIDED THAT the Directors shall be at liberty to waive payment of such interest in part or wholly which may be accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- Notice requiring payment
38. The notice shall name a further day (not being less than fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
- Length and particulars of notice
39. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture notwithstanding that they have been declared.
- Forfeiture for non-compliance
40. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
- Sale of Shares forfeited
41. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by
- Liability of Members in respect of

- him to the Company in respect of the shares (together with interest at the rate of ten per cent (10%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receive payment in full of all such money in respect of the shares. forfeited shares
42. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of forfeiture
43. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or the Record of Depositors, as appropriate, opposite to the share. Notice of forfeiture
44. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interests in and claims and demands against the Company in respect of the share and all other rights and liability incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by this Constitution expressly saved or as by the Act given or imposed in the case of past Members. Extinction of all interests
45. The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction on the unpaid calls or instalment payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs. Procedure for shares forfeited
46. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which by the term of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Non-payment

#### **CONVERSION OF SHARES INTO STOCK**

47. The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination. Conversion to be at general meeting.
48. The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been Transfer of Stock

transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer or fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

49. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privileges or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares, have conferred that right, privilege or advantage. Participating of stock holders
50. Such of the Constitution of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder". Definition

### INCREASE OF CAPITAL

51. The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital, such new capital to be of such amount and to be divided into shares of such rights to or be subject to such conditions or restriction in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs, and if no direction to be given, as the Directors shall determine and in particular, but without prejudice to the rights attached to any preference shares that may have been issued, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting. Power to increase capital and conditions of issue
52. Subject to any direction to the contrary that may be given by the Company in general meeting any shares or securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any such new shares or securities as aforesaid which, by reason of the ratio borne by them to the number of shares or securities held by persons entitled to such offer of new shares or securities cannot, in the opinion of the Directors be conveniently offered in the manner herein provided. Offer of unissued shares
53. Notwithstanding there is still in effect a resolution approving the issuance of shares by the Company in accordance with the provisions of Sections 75 and 76 of the Act, no shares shall be issued by the Company without the prior approval of any relevant authority being obtained. Approval for issue of shares from relevant authority

54. Except so far as otherwise provided by the conditions of issues, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transaction, forfeiture and otherwise as the original share capital and shall also be subject to the Rules.
- New shares to rank with original shares

#### **ALTERATION OF CAPITAL**

55. The Company may by special resolution: -
- Power to alter capital
- (i) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares; or
  - (ii) divide its share capital or any part thereof into shares of smaller amount than is fixed by the Constitution by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the other or any other of such shares; or
  - (iii) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken, agreed to be taken by any persons or shares which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
  - (iv) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.
56. The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and any consent required by law. The Company shall give notice to the Registrar in accordance with the Act of such alteration in capital.
- Power to reduce capital

#### **GENERAL MEETINGS**

57. (I) An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- General Meetings
- (II) The main venue of all meetings of members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at that main venue of the meeting. The Board may whenever it so decides by resolution convene a meeting of Members other than annual general meeting.
- Main Venue of general meetings
- (III) The meeting of Members may be held at more than (1) one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.
- General meeting to be held at more than one venue

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| 58. | The ordinary business of an annual general meeting shall mean and consist of the receiving of the Company’s audited financial statements and the reports of the Directors and the Auditors thereon, the approval of Directors’ fees and benefits payable to Directors, the re-election of the Directors who retire by rotation or otherwise, the declaration of dividend (if any) and the appointment of the Auditors and the determination of their remuneration. Any other business to be transacted at an annual general meeting shall be deemed to be special.   | Annual general meeting        |
| 59. | The Directors may, as and when they shall deem fit, convene an extraordinary general meeting of the Company. In addition, extraordinary general meetings shall be convened on the requisition of the Members in accordance with the Act, or if the Company makes default in convening a meeting so requisitioned, a meeting may be convened by the requisitionists themselves in the manner provided in the Act.   | Extraordinary general meeting |
| 60. | (I) The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 14 days’ notice or 21 days’ notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting must be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. | Notice of general meetings    |
|     | (II) Every notice of a general meeting shall specify whether the meeting is an annual general meeting or an extraordinary general meeting, the day, place and time of meeting and the business to be transacted at the said meeting.   | Contents of notice            |
|     | (III) Any notice of meeting called to consider special business shall also specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect.   | Special business              |
| 61. | (I) The Company shall in writing: The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.  | Record of Depositors          |
|     | (II) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (“General Meeting Record of Depositors”).   |                               |
|     | (III) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to   |                               |

speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

The General Meeting Record of Depositors shall be the final and conclusive record for the purpose of determining the Depositors who shall be deemed to be the registered holders of the shares of the Company and thus eligible to attend the general meeting and to speak and vote thereat.

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| 62. | Subject always to the provisions of the Act no business shall be transacted at an annual general meeting or at an extraordinary general meeting except business of which notice has been duly given in the notice convening the meeting.  | Business at meetings                        |
| 63. | Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at general meeting (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members. | Resolution in writing signed by all Members |
| 64. | The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.   | Accidental omission to notice               |

#### **PROCEEDINGS AT GENERAL MEETING**

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| 65. | No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of the Constitution "Member" includes a person attending as a proxy or representing a corporation which is a Member.   | Quorum      |
| 66. | If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting the Members present shall be a quorum.   | Adjournment |
| 67. | The Chairman of the Board of Directors or, in his absence, a deputy chairman (if any) shall preside as chairman at every general meeting. If neither the Chairman nor the deputy chairman is present within ten (10) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote on a poll shall elect one of their number to be chairman. However, a proxy shall not be eligible for election as Chairman of the meeting. The election of the Chairman shall be by a show of hands. | Chairman    |

68. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The Exchange shall be duly informed of every adjournment and the reasons for each adjournment. Adjournment with consent of meeting
69. At any general meeting a resolution put to vote at the meeting shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was taken. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Listing Requirements, and may, in addition to the power of adjourning meetings contained in Article 68 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. Evidence of passing of resolutions
- (I) The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll. Polls
- (II) The Chairman of the meeting declares whether or not the resolutions put to vote at a meeting of Members are carried, based on the poll results, which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as announced by the scrutineer. Evidence of passing of resolutions
- (III) If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same general meeting or at any adjournment thereof and unless in the opinion of the Chairman at the general meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.
70. Result of the poll shall be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a Chairman or on a question of adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may, in addition to the powers of adjourning meetings contained in this Constitution, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. How a poll is to be taken
71. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. Equality of votes
72. (I) Subject to the Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at meetings of Voting Rights

Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney. On a resolution to be decided by a poll, every Member voting in person or by proxy or by attorney shall have one (1) vote for each share he holds.

- (II) A proxy shall be entitled to vote on any question at any general meeting. There shall be no restriction as to the qualification to the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
  - (III) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. Objection to qualification of voter
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- 73. A registered holder of ordinary shares shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. No Members shall be entitled to vote on any question upon a poll in respect of any of the shares of such Member on which any calls shall be due and presently payable to the Company. No member shall be entitled to be present or to vote on any question at any general meeting either personally or by proxy or to be reckoned in the quorum in respect of any shares upon which calls are due and unpaid. Entitlement to vote only when all calls due have been paid
  - 74. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercisable. Shares of different monetary denomination
  - 75. In the case of joint holders of shares, any one of such persons may vote, but if more than one of such persons are present at a meeting, the person whose name stands first on the Register of Members shall alone be entitled to vote. Vote of joint holders of shares
  - 76. A Member who is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental disorder may vote, , by his committee or by such other person as properly as the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Constitution to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he propose to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Vote of Member of unsound mind
  - 77. No member shall be entitled to be present or to vote on any question either personally or otherwise as proxy or attorney at any general meeting or appoint a proxy or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid. Members barred from voting while call unpaid

**PROXY**

78. (I) The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Instrument appointing proxy to be in writing
- (II) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend and vote instead of him, and that a proxy need not be a Member. The appointment of two (2) proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified. Entitlement to appoint proxy
79. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may from time to time approve :- Form of proxy

**PROXY FORM**

Number of ordinary shares held

I/We .....  
 ..... (FULL NAME IN BLOCK LETTERS) of .....  
 .....

(FULL ADDRESS)

being a member/members of **CENSOF HOLDINGS BERHAD**, hereby appoint the following person(s) or failing him, the Chairman of the meeting as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf, at the Annual or Extraordinary (as the case may be) General Meeting of the Company, to be held at ..... on....., at....., or at any adjournment thereof:-

<u>Name of proxy, NRIC Nos. &amp; Address</u>	<u>No. of shares and % to be represented by proxy</u>
1. _____	_____
2. _____	_____

\*My/our proxy/ proxies shall vote as indicated below:-

Resolution	For	Against

(Please indicate with “X” how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from so doing at his/her discretion.)

Date :

\_\_\_\_\_  
Signature/ Seal of Shareholder

\*Strike out whichever is not desired.

80. The completed instrument appointing a proxy in accordance with Article 78 shall be deposited at the Office or any other designated office as indicated in the Proxy Form, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings. Instrument appointing proxy to be left at Company's Office
81. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used. Validity of vote given under proxy
82. A corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorize such person as he thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Member, and a person so authorised shall in accordance with his authority and until authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company. Corporate representative
83. (I) Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy but not more than two (2) proxies for each Securities Account which it holds and the shares of the Company stand to the credit of the said Securities Account. The appointment of two (2) proxies in respect of any particular Securities Account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy. Proxy for Securities Account
- (II) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. If more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- (III) An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from

compliance with the provisions of subsection 25A(1) of Central Depositories Act.

- (IV) A Member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or any other designated office as indicated in the form of proxy. Termination of Proxy

**DIRECTORS: APPOINTMENT, REMOVAL, ETC**

84. Unless otherwise determined by general meeting, the number of Directors (disregarding alternate directors) shall not be less than two and not more than nine (9). Number of Directors
85. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and Directors may also determine in what rotation the increased or reduced number is to retire from office. Increase or reduction of number of Directors
86. An election of Directors shall take place each year. At every annual general meeting of the Company one-third (1/3) of the Directory (including the Managing Director) or if their number is not a multiple of three, then the number nearest to one-third shall retire from office PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election. Retirement of Directors
87. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Selection of Directors to retire
88. No person not being a retiring Director shall be eligible for election to the office of Director at any annual general meeting unless some Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, and the intention of such Member to propose him for election, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. Notice of candidate as a Director
89. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. Retiring Director deemed to be reappointed

90. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. Motion for appointment of Directors
91. The Company may by ordinary resolution of which special notice is given remove any Director before the expiration of his period of office, and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have held the same if he had not been removed. Removal of Directors
92. The Directors shall have power at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with Article 84 of the Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotating at that meeting. Power to add Directors
93. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company. Directors' qualification

#### **REMUNERATION OF DIRECTORS**

94. (I) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to executive Directors may not include a commission on or percentage of turnover. Directors' remuneration
- (II) The fees of Directors, and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting. Directors' fees and benefits
95. The Directors shall also be paid such travelling, hotel and other expenses properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company as the Directors may determine. Reimbursement of expenses

#### **DISQUALIFICATION OF DIRECTORS**

96. The office of Directors shall become vacant ipso facto if the Director:- When offices of Directors deemed vacant
- (I) resigns his office by giving a written notice to the Company at its registered office;
- (II) has retired in accordance with the Act or the Constitution but is not re-elected;
- (III) is removed from his office as Director in accordance with the Act or the Constitution;

- (IV) becomes disqualified from being a Director under Sections 198 or 199 of the Act;
- (V) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (VI) dies;
- (VII) ceases to be or is prohibited from being a Director by virtue of the Act or Securities Laws or Listing Requirements; or
- (VIII) otherwise vacates his office in accordance with the Constitution; or
- (IX) is absent from more than fifty percent (50%) of the total Board of Directors' meetings held during a financial year unless his absence is excused by the Exchange; or
- (X) is removed from his office of Director by ordinary resolution of the Company in general meeting of which special notice has been given.

#### **POWER AND DUTIES OF DIRECTORS**

97. The business and affairs of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and who may, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, exercise all such powers of the Company and do all such things as are not, by the Act or by the Constitution required to be exercised by the Company in general meeting, subject, nevertheless, to any of the Constitution, to the provisions of the Act, and to such regulations of the Act as may be prescribed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has not been made. Business of Company to be managed by Directors
98. The Directors shall not without the prior approval of the Company in general meeting:- Prior approval of Company required
- (I) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property and in the event of the carrying out of such sale or disposal without the prior approval of the Company in general meeting having been obtained, then such sale or disposal shall be subject to ratification by the Company in general meeting; or
  - (II) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
  - (III) enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

99. (I) The Directors may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank, firm or company (expressly including any person holding the office of Director) and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its wholly owned subsidiaries or of any related or associated corporation. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations, or for the benefit or interest of the Company or of any subsidiary corporation. Directors borrowing powers
- (II) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
100. The Directors may establish or arrange any contributory or non- contributory pension superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaries employment in the Company or any such subsidiary, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and make payment for or towards any hospital or any Director holding such salaries employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting. Power to maintain Pension or Fund
101. The Company or the Directors on behalf of the Company, may exercise the powers conferred by the Act, cause to be kept a branch register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of such branch registers. Power to keep register(s) of Members
102. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney/attorneys of the Company for/or such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him. Appointment of Attorneys

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| 103. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time determine.  | Signing of cheques etc                        |
| 104. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.  | Director in discharge of duties               |
| 105. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.  | Director to give notice                       |
| 106. Subject always to the provisions of the Act as to disclosure of interest, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place or profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. | Directors may hold other office               |
| 107. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director providing that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.  | Director may act in his professional capacity |

### **PROCEEDINGS OF DIRECTORS**

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| 108. (I) The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit by serving not less than five (5) days notice thereof unless such requirement is waived by all the Board members.  | Meeting of Directors |
| (II) The conduct of a meeting of Directors or a committee of the Directors may include a participation thereat by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications or any electronic communications whereby all participating persons are able to hear each other or be heard during the meeting and shall be counted for the purpose of a quorum. A Director's participation in the manner as aforesaid shall be deemed to be present at the meeting. He shall also be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held such time and place as set out in the notice of the meeting. |                      |

109. (I) Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing via facsimile, e-mail, electronic form or any other form of electronic communications, courier or post to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from Malaysia may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from Malaysia. A Director may waive notice of any meeting either prospectively or retrospectively. Unless otherwise determined by the Directors from time to time notice of all Directors' meetings shall be given to all Directors and their alternates.
- (II) In the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile or any electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.
- (III) It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post.
110. The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the Constitution vested in or exercisable by the Directors generally.
111. The Director may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected annually but if no such Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.
112. (I) Subject to the Constitution any question arising at any meeting of Directors shall be decided by a majority of Directors shall for all purposes be deemed a determination of the Directors. Each Director shall have one vote.
- (II) In case of equality of votes, the Chairman of the meeting shall have a second or casting vote. Where at the meeting only two (2) Directors form the quorum or only two (2) Directors are competent to vote on the question at issue, the Chairman of the meeting shall not have a casting vote.
113. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to the Constitution as the necessary quorum of Directors'
- Notice of Meeting of Directors
- Quorum of Meeting of Directors
- Chairman of Directors' Meeting
- Votes of Directors
- Casting Vote of Chairman
- Number of Directors below

- meeting, the continuing Directors or Director may except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or summoning a general meeting of the Company, but for no other purposes. minimum
114. Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interest might be created in conflict with his duty of interest as a Director of the Company. No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested, and, if he does so vote, his vote shall not be counted. Disclosure of interest
115. A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly an interest. Restriction on voting
116. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the terms of any such appointment are considered, he may vote on any such matter other than in respect of his own appointment and/or the fixing of the terms thereof. Relaxation of restriction on voting
117. A Director may vote in respect of:- Power to vote
- (I) any arrangement for giving the Director himself or any other Director for any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (II) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security.
118. A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid. Directors may become directors of other corporation

119. The Directors or any of them may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of their or his office and without being liable to account to the Company for any such commission or profit. Directors may lend money to Company

#### **ALTERNATE DIRECTOR**

120. (I) A director may appoint a person to act as his alternate provided that:- Alternate Directors
- (a) such person is not a director of the Company;
  - (b) such person does not act as an alternate for more than one Director of the Company;
  - (c) the appointment is approved by a majority of the other members of the Board; and
  - (d) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.
- (II) Any appointment of an Alternate Director may be revoked at any time by the Director appointing him.
- (III) If a Director making any such appointment as aforesaid shall cease or vacate office as a Director, the person appointed by him shall thereupon, ipso facto cease to have any power or authority to act as an Alternate Director except retirement by rotation and immediate re- election.
- (IV) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.
- (V) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (VI) The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor and any appointment or revocation under this Constitution shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director;

#### **MANAGING DIRECTORS**

121. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of Managing Director

their own powers and may from time to time revoke, withdraw, alter, or vary all or any of these powers.

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| 122. The Directors may from time to time appoint any one or more of their body to be Managing Director or Deputy Managing Director at such remuneration and for such period not exceeding three (3) years and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, and may vest in the Managing Director or the Deputy Managing Director any power hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Deputy Managing Director shall be subject to the control of the Board.                          | Term of Managing Director/ Deputy Managing Director |
| 123. The remuneration of a Managing Director or Managing Directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.  | Remuneration of Managing Director                   |
| 124. A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director or Deputy Managing Director. | Special position of Managing Director               |

#### **COMMITTEES OF DIRECTORS**

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| 125. The Directors may establish any committees, local boards or agencies, comprising one or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the Member and Members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the Member or Members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul any such delegation but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. | Power of Directors to appoint Committees |
| 126. Subject to any rules and regulations made pursuant to Article 125, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman shall have a second or casting vote. However, where two (2) Directors form the quorum, the Chairman of a meeting at which such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.   | Meeting of Committee                     |

127. A committee may elect a Chairman of its meeting if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chairman of the meeting. Chairman of Committees

#### **VALIDATION OF ACTS OF DIRECTORS**

128. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Director. Directors' acts to be valid

#### **DIRECTORS' CIRCULAR RESOLUTIONS**

129. A circular resolution in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minute Book. All such resolutions may consist of several documents in the like form each signed by one or more of the Directors or his alternate via letter, facsimile, e-mail or any other electronic means bearing the signature(s) of the Director(s) or his alternate on it. Directors' Circular Resolutions

#### **AUTHENTICATION OF DOCUMENTS**

130. Any Director or the Secretary or any person appointed by the Directors for the purposes shall have power to authenticate any documents effecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts and where any books, records documents or accounts are kept elsewhere than in the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of documents
131. A document purporting to be a copy of resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the Constitution shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Conclusive evidence of resolutions and extract of minutes of meeting

#### **MINUTES AND REGISTER**

132. The Directors shall cause minutes to be duly entered in books provided for the purpose of recording: - Minutes to be entered
- (a) all appointments of officers made by the Directors;
  - (b) the names of all the Directors present at each meeting of the Directors

and of any committee of Directors and of the Company in general meetings;

(c) all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors; and

(d) all orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matters stated in such minutes.

- |      |  |                              |
|------|--|------------------------------|
| 133. | The Directors shall comply with the provision of the Act and the Constitution with regard to keeping registers, index, minutes book and books of account and such other books as required by the Constitution or by the Act. | Directors to comply with Act |
| 134. | The books containing the minutes of proceedings of any general meeting shall be open to the inspection of any Member without charge.   | Minute books.                |
| 135. | The registers referred to in Article 133 shall be opened to the inspection of any Member without charge and to any other person on payment of a prescribed fee for each inspection.  | Registers to be kept         |

#### **SECRETARY**

- |      |   |           |
|------|---|-----------|
| 136. | (I) The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and any Secretary or Secretaries so appointed may be removed by them. | Secretary |
|      | (II) The office of the Secretary shall be vacated if the Secretary resigns by giving a thirty-day (30) notice in writing to the Company, left at the Office.  |           |

#### **SEAL**

- |      |   |                           |
|------|---|---------------------------|
| 137. | (I) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal or Share Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined (subject to the provisions of the Constitution as to certificates for shares), the Seal shall be affixed in the presence of at least one Director and the Secretary or two (2) Directors or one Director and some other person appointed by the Directors for the purpose, who shall sign every instrument to which the Seal is affixed. The instrument to which the Seal is affixed may bear the autographic or facsimile signatures of at least one Director and the Secretary or two (2) Directors or one (1) Director and some other person appointed by the Directors. The facsimile signature may be reproduced by machine or other means. | Authority for use of Seal |
|------|---|---------------------------|

(II) In the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates only pursuant to Article 139 and the Constitution), as the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution.

138. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. Use of official Seal abroad
139. The Company may also have a Share Seal pursuant to Sections 62 and 63 of the Act. Share Seal

### ACCOUNTS

140. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act. No member (not being a Director) shall have any right of inspecting any accounts or book or document of the Company except as conferred by the Act or authorised by the Directors or by ordinary resolution of the Company. Subject always to the Act the books of account or records of operations shall be kept at the office or at such other place as the Directors think fit and shall always be open to inspection by the Directors. Book of account open to inspection by Directors
141. The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of audited financial statements relating to it together with the reports of the Directors and the Auditors thereon shall not exceed four (4) months. The interval between the close of a financial year of the Company and the issue of annual report relating to it shall not exceed six (6) months. A copy of each such documents shall be served not be less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 62 be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or the Constitution). To whom copies of profit and loss account etc may be sent
142. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member. Directors not bound to publish any list

### AUDIT

143. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Audit

144. Subject to the provisions of the Act, all acts due by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his Appointment not qualified for appointment. Acts of Auditors
145. The Auditor or Auditors shall be entitled to attend any general meeting and to receive all notices of any other communications relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as Auditor. Auditors entitled to attend General Meeting, etc

### **DIVIDENDS AND RESERVES**

146. The Company by ordinary resolution in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors. Declaration of dividends
147. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. Application of profits
148. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from the date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part, to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof. Profits and losses
149. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed shall be dealt with by the Directors in accordance with the law. All dividends unclaimed for one (1) year after having been declared may, subject to the Unclaimed Moneys Act 1965, be invested or otherwise made use of by the Directors for the benefit of the Company, until claimed or paid pursuant to the Unclaimed Moneys Act 1965. Payment of unclaimed dividend

150. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company. Dividend to be paid out of profits
151. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. Directors may form reserve fund and invest
- The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
152. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividend shall be declared and paid according to the amount paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purpose of the Constitution as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. Declaration of dividend
153. The Directors may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Deduction of dividend
154. The Directors may retain the dividend payable upon shares in respect of which any person is under the provision as the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Dividend due may be retained until registration
155. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Retention of Dividend
156. Any general meeting declaration a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Distribution of specific assets

157. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.
- Payment by cheque

### **CAPITALIZATION OF PROFITS**

158. The Company by ordinary resolution in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions or condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up shares held by such Members respectively or paying up in full unissued shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
- Bonus Issue
159. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions to the profits resolved to be capitalized or the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.
- Power for applications of undivided profits

## LANGUAGE

160. Where any accounts, minute of books or other records required to be kept by the Act are not kept in the Malay or English Language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute book and other records as are required by the Act to be kept. Translation

## NOTICES AND OTHER DOCUMENTS

161. Any notice or document required to be sent to Members shall state the place, date and time of the general meeting, may be given by the Company or the Secretary to any Member:- Service of notice and/or documents

(I) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;

(II) in electronic form, and sent by the following electronic means:-

(a) transmitting to his last known electronic mail address; or

(b) publishing the notice of general meeting, annual report or document on the Company's website for download provided that a notification of the said publication on the website via hard copy or electronic mail or short messaging service has been given to the members; or

(c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

162. (I) Any notice or document shall be deemed to have been served by the Company to a Member:- When service deemed effected

(a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.

In proving service by post, it shall be sufficient to prove that the letter, envelope or wrapper was properly addressed and placed into a Government post office or delivered to the postal authority for delivery.

(b) Where the notice or document is sent by electronic means:-

i. via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 161(II)(a), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;

- ii. via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 161(II)(b); or
- iii. via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 161(II)(c)

In the event that service of a notice or document pursuant to Article 162(I)(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Article 161(I) hereof.

- (II) A Member's address, electronic mail address and any other contact details provided to the Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address for service
163. A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and/or document in respect of such share which, prior to his name and/or address being entered in the Register of Members as the registered holder of such share have been duly given to the person from whom he derives the title to such share. Notice and/or document in case of death or bankruptcy
164. All notices to be served to the Members shall with respect to any share to which persons are jointly entitled, be served to such person who is named first in the Record of Depositors, and any notice so given shall be sufficient notice to all joint holders. How joint holders of shares may be served
165. Notice of every general meeting shall be given in any manner hereinbefore specified to :- Who may receive notice of general meeting
- (a) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
  - (b) every person entitled to share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (c) the Auditors of the Company; and
  - (d) the Directors of the Company.

Save as otherwise provided in the Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.

Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

#### **WINDING UP**

166. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. Distribution of assets
167. Save that the Constitution shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:- Rights of holders of shares issued upon special terms and conditions
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
  - (b) If in a winding-up the assets available for distribution among the Members shall be more than sufficient to re-pay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
168. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator without the prior approval of the Members in a general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered. Voluntary liquidation

#### **SECURITY CLAUSE**

169. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company not to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business or the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public. Security clause.

### **INDEMNITY**

170. Every Director, Managing Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach or duty or breach of trust applicable to his duties to the Company.
- Indemnity

### **ALTERATION OF CONSTITUTION**

171. (I) Subject to the Act, the Company may by special resolution add to, amend or delete any Article of the Constitution.
- Alteration of Articles
- (II) This Constitution has been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of the Constitution, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.

### **EFFECT OF LISTING REQUIREMENTS**

172. (i) Notwithstanding anything contained in the Constitution, if the Listing Requirements prohibit an act being done, then that act shall not be done.
- (ii) Nothing contained in the Constitution shall prevent an act from being done if the Listing Requirements require that act to be done.
- (iii) If the Listing Requirements require an act to be done or not to be done, then authority is hereby given for that act to be done or not to be done, as the case may be.
- (iv) If the Listing Requirements require the Constitution to contain a provision and they do not contain such provision, then the Constitution is deemed to contain that provision.
- (v) If the Listing Requirements require the Constitution not to contain a provision and it contains such a provision, then the Constitution is deemed not to contain that provision.
- (vi) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements then the Constitution is deemed not to contain that provision to the extent of the inconsistency.
- Effects of Listing Requirements